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ATTORNEY FOR ROLLOVER CASE PLAINTIFFS
(JIN AH LEE, Decedent, by her estate representative, JUNGIL LEE, SANG CHUL LEE,
Decedent's father, and DUKSON LEE, Decedent's mother)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
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ROLLOVER CASE PLAINTIFFS' (I) DESIGNATION OF ITEMS TO BE INCLUDED
IN THE RECORD ON APPEAL AND (II) STATEMENT OF ISSUES TO BE
PRESENTED

Sang Chul Lee and Dukson Lee, as plaintiffs and the natural guardians of Jin Ah Lee, decedent, in a personal injury and wrongful death action stemming from a single-car rollover crash litigation / GM Chevy Malibu product liability claim (collectively, the "Rollover Case Plaintiffs") pending in Arizona state court, by and through their attorneys, bring having filed their notice of appeal on July 9, 2009 [Docket No. 3060] of the decision [Docket No. 2967] and order [Docket No. 2968] of this Court entered July 5, 2009 authorizing the sale of assets pursuant to the Amended and Restated Master Sale and Purchase Agreement with NMGCO, Inc., a U.S. Treasury-sponsored purchaser, and granting related relief, hereby submit this (I) designation of items to be included in the record of appeal and (II) statement of issues to be presented on appeal.¹

¹ Capitalized terms used in the body of the document (excluding the boxed designated items) and not otherwise defined shall have the meaning set forth in the order approving the sale (the "Sale Order") [Docket No. 2968].

DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL

A. Docketed Entries with the Bankruptcy Court

The following documents have been filed with the Bankruptcy Court under the corresponding Bankruptcy Court Docket Numbers and are hereby designated as items to be included in the record on appeal:

Item	Bankr. Doc. No.	Description
1	1	Voluntary Petition (Chapter 11). (Entered: 06/01/2009)
2	21	Affidavit of Frederick A. Henderson
3	37	Statement of the United States of America Upon the Commencement of General Motors Corporation's Chapter 11 Case (Attachments: # 1 Exhibit A # 2 Exhibit B)
4	68	Declaration of William C. Repko In Support of Debtors' Proposed Debtor in Possession Financing Facility
5	92	Motion for Sale of Property under Section 363(b)/Debtors Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed.R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (Attachments: # 1 Exhibit A - Proposed Master Sale and Purchase Agreement; # 2 Exhibit Sale Order; # 3 Exhibit C - Sale Procedures Order; # 4 Exhibit D - Form of Assumption and Assignment; Notice # 5 Exhibit E - Form of Assumption and Assignment; Notice # 6 Exhibit Form Of UAW Retiree Notice; # 7 Exhibit G - Form of Publication Notice)
6	105	Memorandum of Law Memorandum of Law In Support of Debtors' Motion Pursuant To 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to (I) Approve (A) The Sale Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings (related document(s)) (Attachments: # 1 Exhibit A # 2 Exhibit B # 3 Exhibit C # 4 Exhibit D # 5 Exhibit E # 6 Exhibit F)

7	422	Supplemental Declaration of William C. Repko in Support of Debtors' Proposed Debtor in Possession Financing Facility
8	425	Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC
9	431	Supplemental Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC
10	435	Declaration of Albert Koch
11	1997	Objection of Ad Hoc Committee of Consumer Victims of General Motors to the Debtors Motion Pursuant to 11 U.S.C. §§105, 363(b), (f), (k), and (m), and 365 and Fed R. Bankr. P. 2002, 6004, And 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury- Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing
12	2474	Debtors' Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
13	2479	Supplemental Affidavit of Frederick A. Henderson
14	2577	Declaration of Harry Wilson (Attachments: #1 - Exhibits A & B)
15	2646	The United States of Americas Statement in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief

16	2681	Amended Omnibus Reply to Motion/Omnibus Reply of the Debtors to Objections to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
17	2774	First Amendment to Amended and Restated Master Sale and Purchase Agreement, dated as of June 30, 2009
18	2865	Amended Objection to Sale Motion on behalf of New York State Department of Environmental Conservation.
19	2867	Statement of the Debtors on Successor Liability
20	2878	Joint Statement of Individual Accident Litigants and <i>Ad Hoc</i> Committee of Consumer Victims of GM Regarding Treatment of Successor Liability Issues from the Ad Hoc Committee of Victims of General Motors and Other Product Liability Claimant Advocates
21	2967	Decision on Debtors' Motion for Approval of (1) sale of assets to Vehicle Acquisition Holdings LLC; (2) assumption and assignment of related executory contracts; and (3) entry into UAW retiree settlement agreement.
22	2968	Order granting (i) authorizing sale of assets pursuant to amended and restated master sale and purchase agreement with ngmco, inc., a u.s. treasury-sponsored purchaser;(ii) authorizing assumption and assignment of certain executory contracts and unexpired leases in connection with the sale; and (iii) granting related relief (Entered: 07/05/2009, Judge Robert E. Gerber)
23	3023	Motion for Relief from Stay filed by Michael S. Kimm on behalf of Dukson Lee, Sang Chul Lee. with hearing to be held on 7/13/2009 at 09:30 AM at Courtroom 621 (REG) Responses due by 7/10/2009, (Ho, Amanda) Modified on 7/14/2009 (Porter, Minnie). (Entered: 07/07/2009)
24	3060	Notice of Appeal filed by Michael S. Kimm on behalf of Dukson Lee, Sang Chul Lee.(Entered: 07/09/2009)

25	3485	07/29/2009 Opposition /Debtors Opposition to the Motion of Sang Chul Lee and Dukson Lee for Order Pursuant to Section 362(d) of the Bankruptcy Code, Bankruptcy Rule 4001 and Local Bankruptcy Rule 4001-1 Modifying The Automatic Stay to Allow Continuation of Pre-Petition Litigation (related document(s) 3023) filed by Joseph H. Smolinsky on behalf of Motors Liquidation Company. (Smolinsky, Joseph) (Entered: 07/29/2009)
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STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL

1. Whether the Bankruptcy Court had the authority under Section 363(f) of the Bankruptcy Code, 11 U.S.C. § 363(f), to authorize the sale of the Purchased Assets to the Purchaser “free and clear” of prepetition product liability claimants’ potential in personam claims against the Purchaser arising under state law theories of successor liability?
2. Whether the Closing of the 363 Transaction pursuant to the MPA rendered this appeal moot?

Dated: August 25, 2009

JIN AH LEE, Decedent, by her estate
representative, JUNGIL LEE, SANG CHUL
LEE, Decedent’s father, and DUKSON
LEE, Decedent’s mother

By: /s/ Michael S. Kimm, Esq.
Plaintiffs’ Attorney

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CHUL LEE, Decedent’s father, and
DUKSON LEE, Decedent’s mother

CERTIFICATE OF SERVICE

I, Michael S. Kimm, hereby certify that I served a copy of the **ROLLOVER CASE PLAINTIFFS' (I) DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL AND (II) STATEMENT OF ISSUES TO BE PRESENTED** on the parties listed below upon electronically filing with the Clerk of the Court via the Court's electronic notification system on August 25, 2009.

/s/ Michael S. Kimm

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